



O R R I C K

Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC
 1112 Worthen Circle
 Las Vegas, NV 89145
 Attn: Robert G. Worthen
 Chair

September 22, 2006
 Client No. 17908
 Invoice No. 1031855

Orrick Contact: Marc A. Levinson

FOR SERVICES RENDERED through August 31, 2006 in connection
 with the matters described on the attached pages:

\$ 200,019.00

DISBURSEMENTS as per attached pages:

4,016.55

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 204,035.55

Matter(s): 17908/2 – USA Capital Diversified Trust Fund Commi

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$475,968.04

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
 please reference your **INVOICE** and **CLIENT** numbers on your remittance.
 For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

OHS West:260096042.1

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
 File 72887 P.O. Box 61000
 San Francisco, CA 94161-2887
 Reference: 17908/ Invoice: 1031855
 E.I.N. 94-2952627

OVERNIGHT DELIVERY:

Orrick, Herrington & Sutcliffe LLP
 c/o Bank of America, File #72887
 1455 Market Street, 21st Floor
 San Francisco, CA 94103
 (415) 436-4300

ELECTRONIC FUNDS TRANSFERS:

Wire Transfers Only:
ABA Number 0260-0959-3
 Bank of America
 100 West 33rd Street, NY, NY 10001
 Account of
 Orrick, Herrington & Sutcliffe LLP
 Account Number: 1499-4-10382
 Reference: 17908/ Invoice: 1031855
 E.I.N. 94-2952627

ELECTRONIC FUNDS TRANSFERS:

ACH Transfers Only:
ABA Number 121-000358
 Bank of America
 San Francisco Main Branch
 Account of
 Orrick, Herrington & Sutcliffe LLP
 Account Number: 1499-4-10382
 Reference: 17908/ Invoice: 1031855
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For Legal Services Rendered Through August 31, 2006 in Connection With:

Matter: 2 - USA Capital Diversified Trust Fund Committee

PHASE B100 – ADMINISTRATION

Task B110 – Case Administration

08/01/06	K. Neureiter	Confer with M. Levinson regarding the joint committee response re exclusivity extension and meeting.	0.10	37.50
08/01/06	K. Neureiter	Review notices and/or pleadings filed throughout day and email various pleadings to parties.	0.40	150.00
08/01/06	K. Neureiter	Review emails from M. Tucker regarding adding Diversified June statement to website, review statements, and draft response.	0.30	112.50
08/01/06	K. Neureiter	Review email from G. Kruse of BMC regarding website and draft response.	0.10	37.50
08/01/06	L. Ernce	Review M. Levinson email report re today's call on extension of exclusivity and related matters.	0.10	46.50
08/02/06	K. Neureiter	Review various notices of filings throughout day, pull and review relevant pleadings, draft separate e-mails and forward pleadings to M. Levinson and J. Hermann.	0.50	187.50
08/02/06	L. Ernce	Review various emails re case status including emails re commentary from D. Cangelosi and anticipated response, re status of various orders, and strategy issues in advance of upcoming meetings with debtors.	0.20	93.00



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08/03/06	M. Levinson	Travel from Sacramento to Las Vegas, continuing to prepare for tomorrow's hearings en route and talking with K. Neureiter from the Sacramento airport (2.50); business portion of dinner meeting with T. Allison, S. Smith, R. Charles, T. Burr and J. Hermann during which we discuss a number of case administrator matters (.60).	3.10	1,736.00
08/03/06	K. Neureiter	Review numerous notices of filings throughout day (.20); review key pleadings and draft and send separate emails with pleadings attached to M. Levinson, J. Hermann and L. Ernce (.80).	1.00	375.00
08/03/06	K. Neureiter	Draft email to J. Hermann and L. Ernce regarding binder with local rules.	0.10	37.50
08/03/06	K. Neureiter	Review updates filed on USA Capital's website.	0.20	75.00
08/03/06	L. Ernce	Review emails re various case status matters including filing of debtors' reply briefs on distribution and cash management motions, plan discussions, and related strategy matters in advance of tomorrow's hearings.	0.20	93.00
08/03/06	J. Hermann	Portion of the discussion with T. Allison, R. Charles, M. Tucker, M. Levinson, T. Burr, S. Smith and others of case administration matters, among other matters, at dinner meeting.	0.60	342.00
08/04/06	M. Levinson	Travel from Beckley Singleton to the Las Vegas airport, conferring en route with M. Tucker, C. Harvick and J. Hermann about today's hearing, about today's meeting with the debtors, about next steps with respect to collecting the 10-90 and other loans and about plan issues (.40); travel from Las Vegas to Sacramento, conferring with J. Hermann at the Las Vegas airport, leaving voicemail messages to DTFD professionals re today's events and re next steps and reviewing documents en route, including re-reviewing the plan proposal from Plan Proponent No. 1 (2.50).	2.90	1,624.00
08/04/06	K. Neureiter	Review various notices filed; review relevant pleadings and forward to J. Hermann and M. Levinson.	0.20	75.00
08/04/06	L. Ernce	Review various emails re case status and today's events.	0.20	93.00



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08/04/06	J. Hermann	Travel from Las Vegas after participation in distribution motion hearing and review and analysis of asset purchase proposals enroute.	2.50	1,425.00
08/05/06	M. Levinson	Review and re-review email memoranda that arrived during the past four days in connection with preparing for next steps.	0.50	280.00
08/05/06	L. Ernce	Email to M. Levinson re case status matters (.10); exchange emails with M. Levinson re letter from investor to the court (.10).	0.20	93.00
08/07/06	K. Neureiter	Review various notices filed; review relevant pleadings and forward to J. Hermann and M. Levinson.	0.40	150.00
08/07/06	L. Ernce	Review various emails re case status matters.	0.20	93.00
08/08/06	K. Neureiter	Review various notices filed; review relevant pleadings and forward to J. Hermann and M. Levinson.	0.30	112.50
08/08/06	M. Levinson	Exchange email memoranda with B. Olson re representation of the Diversified Committee at this morning's hearings and review the email account of the hearing sent thereafter.	0.20	112.00
08/08/06	L. Ernce	Review multiple emails and documents to catch up on events from last week while on vacation.	0.60	279.00
08/09/06	L. Ernce	Review draft stipulation extending exclusivity and exchange of emails with US Trustee's office re same.	0.20	93.00
08/10/06	M. Levinson	Conference with L. Ernce re the meetings in Los Angeles yesterday and the day before, re next steps in light of the same and re other case status and strategic matters stuff (.60); telephone conference with C. Harvick re next steps in light of the meetings in Los Angeles (.30); review the draft stipulation re extension of exclusivity and the C. Pajak, S. Strong, G. Gordon email memoranda re the same (.20); sign the stipulation, email it to all counsel and exchange brief follow-up email memoranda with S. Strong and others (.10); telephone conversation with A. Loraditch re this weeks meetings and developments and re next steps, including possible meetings in Las Vegas next week (.30).	1.50	840.00



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08/10/06	L. Ernce	Review debtors' website and new press releases; circulate to Diversified Committee professionals.	0.20	93.00
08/10/06	L. Ernce	Review exchanges of emails re form of stipulated order on exclusivity.	0.10	46.50
08/10/06	L. Ernce	Review materials handed out at all-hands meeting earlier this week.	0.30	139.50
08/10/06	L. Ernce	Conference with M. Levinson re this week's meetings and next steps	0.60	279.00
08/11/06	L. Ernce	Review exchanges of emails with U.S. Trustee office re exclusivity issues.	0.10	46.50
08/11/06	L. Ernce	Multiple conferences and emails with M. Levinson re possible meetings in Las Vegas next week with potential plan proponents, committee and others.	0.40	186.00
08/13/06	M. Levinson	Lengthy email memorandum to C. Harvick and M. Tucker re numerous matters that bear upon the upcoming meetings and hearing in Las Vegas (.20); review countless email memoranda from last week in preparation for the upcoming week (1.20).	1.40	784.00
08/13/06	L. Ernce	Telephone conferences with M. Levinson re this week's meetings in Las Vegas and related matters; review M. Levinson email to M. Tucker and C. Harvick re same.	0.40	186.00
08/14/06	L. Ernce	Review latest versions of cash management order and order on distribution motion and emails re First Trust Deed Fund's comments to same.	0.30	139.50
08/14/06	L. Ernce	Prepare for this week's meetings in Las Vegas.	0.70	325.50
08/15/06	M. Levinson	Travel from Sacramento to Las Vegas for three days of meetings with numerous parties re numerous topics, and en route carefully review the draft letters of intent from Plan Proponent Nos. 1 and 2, review documents relating to the 10-90 loan and confer with L. Ernce (2.50); business portion of luncheon meeting with B. Olson and L. Ernce during which we discuss numerous case status matters including plan proposals and discussions, claims objections, the distribution motion and tomorrow's Diversified Committee meeting (.50).	3.00	1,680.00



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08/15/06	L. Ernce	Travel to Las Vegas from Sacramento for this week's meeting, reviewing documents and conferring with M. Levinson en route (2.50); lunch meeting with M. Levinson and B. Olson to discuss case status matters, plan proposals, the distribution motion, tomorrow's meetings and other issues (.50).	3.00	1,395.00
08/16/06	M. Levinson	Discussions with B. Olson, A. Loraditch and L. Ernce re various next steps matters in light of today's Diversified Committee meeting and the decisions made during such meeting.	0.40	224.00
08/16/06	L. Ernce	Conference with M. Levinson, A. Loraditch and B. Olson re next steps following today's Diversified Committee meeting.	0.40	186.00
08/17/06	M. Levinson	Travel from Las Vegas to Sacramento following three days of meetings, and, en route, review documents and email memoranda in preparation for next steps and confer with L. Ernce re the same.	2.50	1,400.00
08/17/06	L. Ernce	Return travel from Las Vegas to Sacramento reviewing documents and conferences with M. Levinson en route.	2.50	1,162.50
08/18/06	M. Levinson	Review many email memoranda (from R. Charles, G. Gordon, B. Kotter and L. Treadway) re procedures for copying the debtors' loan documents produced in response to the request for production sent by the four committees.	0.20	112.00
08/18/06	L. Ernce	Exchange emails with C. Harvick re investor statements.	0.10	46.50
08/18/06	L. Ernce	Email to L. Dorsey requesting status of drafts of orders on cash management, interim fee procedures and distribution motions.	0.10	46.50
08/18/06	L. Ernce	Review various electronic notices received today.	0.10	46.50
08/18/06	L. Ernce	Review list of upcoming dates for omnibus hearings; email memo to M. Levinson re same (.10); exchange emails with M. Levinson re staffing for upcoming hearings (.10); attention to updating Diversified Committee website with all upcoming hearing dates (.10).	0.30	139.50
08/19/06	M. Levinson	Review and re-review certain of last week's email memoranda in preparation for the upcoming week.	0.60	336.00



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08/21/06	M. Levinson	Review the draft second case management order and email A. Loraditch re my thoughts on the same and re next steps.	0.10	56.00
08/21/06	L. Ernce	Review various electronic notices recently received.	0.10	46.50
08/21/06	L. Ernce	Review proposed form of second case management order and emails re same.	0.10	46.50
08/22/06	L. Ernce	Obtain and circulate debtors' monthly operating reports for July 2006 and review portions of same.	0.30	139.50
08/24/06	M. Levinson	Review a lengthy chain of email memoranda from R. Charles, L. Treadway and others re the disc containing some of the loan documents, as reconstructed by Mesirow.	0.10	56.00
08/24/06	L. Ernce	Review today's electronic notices.	0.10	46.50
08/24/06	L. Ernce	Review signed order on distribution motion; email to Diversified professionals re same and update Diversified Committee website to include signed order.	0.20	93.00
08/24/06	L. Ernce	Review R. LePome objection to exclusivity stipulation and email to M. Levinson re same.	0.10	46.50
08/25/06	M. Levinson	Review A. Landis email memorandum re exclusivity, review the S. Strong response thereto and forward the same to the Diversified Trust professionals under cover of an email memorandum (.20); review C. Carlyon and R. Charles email memoranda re exclusivity and respond to R. Charles (.10).	0.30	168.00
08/25/06	L. Ernce	Review exchanges of emails between A. Landis and S. Strong re plan exclusivity issues.	0.10	46.50
08/25/06	L. Ernce	Review multiple electronic notices received today.	0.20	93.00
08/25/06	J. Hermann	Review and analysis of accumulated emails and pleadings received over the last two weeks.	1.80	1,026.00
08/28/06	L. Ernce	Obtain and review hearing agenda for August 31 omnibus hearing; email to M. Levinson re same and staffing for hearing (.10); exchange emails with A. Loraditch re same (.10).	0.20	93.00
08/29/06	L. Ernce	Review exchanges of emails re draft order granting ordinary course releases.	0.10	46.50
08/29/06	L. Ernce	Review multiple electronic notices.	0.20	93.00
08/29/06	L. Ernce	Review and exchange emails re staffing for this Thursday's hearings.	0.10	46.50



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08/30/06	L. Ernce	Review orders authorizing ordinary course releases and order approving use of cash and review emails re modification to distribution motion.	0.30	139.50
08/30/06	L. Ernce	Review multiple electronic notices.	0.20	93.00
08/30/06	M. Levinson	Review the draft exclusivity extension stipulation and several short email memoranda re the same from S. Strong, R. Charles, C. Pajak and others (.20); begin preparing for tomorrow's omnibus hearing and for the meeting thereafter (.40); review further email memoranda re the exclusivity extension stipulation from S. Strong, E. Karasik, A. Jarvis, J. Gordon and others and reply to the group re next steps (.20); review A. Landis email memorandum opposing a further extension of exclusivity, and review and respond to the S. Strong email memorandum re the same and re next steps (.20); review lengthy R. Charles email memorandum to A. Landis requesting an extension, the A. Landis response thereto and brief follow-up email memoranda from C. Carlyon re filing the stipulation and possibly a motion (.20).	1.20	672.00
08/31/06	M. Levinson	Travel from Sacramento to Las Vegas for omnibus hearing and for meetings, and en route, review the R. Charles revised outline of a plan term sheet, the most recent proposal from Plan Proponent No. 2 and related email memoranda (2.50); review a chain of S. Farrow and L. Schwartzer email memoranda re the extension of exclusivity (.10); attend the omnibus hearing and meetings with numerous estate professionals and Diversified Fund members in the hallway before and after the hearing (1.80); travel from Las Vegas to Sacramento, and en route outline next steps and continue reviewing the debtors' draft plan circulated on August 29th (2.50).	6.90	3,864.00
<i>B110 – Case Administration Total</i>			47.20	24,504.00
<u><i>Task B120 – Asset Analysis and Recovery</i></u>				
08/01/06	L. Ernce	Review emails from C. Harvick re appraisals received from Mesirow.	0.10	46.50



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08/07/06	J. Hermann	Participate in conference call with M. Levinson, A. Jarvis and S. Tingey regarding strategy, tactics and action items on collection of DTDF loans, including Sheraton Hotel loan, Colt loans and related matters.	0.40	228.00
08/07/06	J. Hermann	Review and analysis of loan documents and file materials in connection with conference call to set action items for loan collection efforts.	0.30	171.00
08/07/06	J. Hermann	Review and analysis of loan documents and file materials in connection with conference call to set action items for loan collection efforts.	0.40	228.00
08/07/06	J. Hermann	Review and analysis of transaction documents and file materials relating to BySynergy, LLC promissory note in response to inquiry from First Trust Deed Committee counsel.	0.50	285.00
08/07/06	J. Hermann	Telephone conference with C. Carlyon regarding her questions as to BySynergy promissory note and attributes of ownership of the same (.10); participate in exchange of email correspondence re same (.30).	0.40	228.00
08/08/06	L. Ernce	Review chain of emails re meetings tomorrow with Ashby representatives.	0.10	46.50
08/14/06	L. Ernce	Review emails from C. Harvick with Diversified loan chart and other information in advance of tomorrow's meetings.	0.20	93.00
08/14/06	L. Ernce	Review B. Kotter email re loan file review spreadsheet in advance of all-hands call (.20); review revised spreadsheet (.10).	0.20	93.00
08/17/06	L. Ernce	Review emails from M. Tucker re efforts to obtain information from Mesirow and Investment Partners and related matters.	0.10	46.50
08/23/06	L. Ernce	Initial review of debtors' July 2006 loan summary, exchange emails with M. Tucker re same and upload to Diversified Committee website.	0.30	139.50
08/28/06	L. Ernce	Review M. Tucker and C. Harvick emails to debtors re computer records and paper records for purposes of gathering information on Diversified loans and assets.	0.10	46.50
08/28/06	L. Ernce	Telephone conference with M. Levinson and M. Tucker re status of meetings with J. Milanowski and related matters.	0.40	186.00



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08/28/06	L. Ernce	Telephone conference with M. Levinson and M. Tucker re issues related to today's planned meetings with J. Milanowski and weekly conference call with debtors and other committees re plan alternatives.	0.20	93.00
08/28/06	J. Hermann	Travel from Las Vegas and further consideration and analysis of issues and strategies for dealing with assets of Investment Partners and collection therefrom of loans in favor of USACM and Diversified Fund.	2.50	1,425.00
08/28/06	J. Hermann	Meeting with J. Milanowski, his counsel, Debtors representatives and M. Tucker and C. Harvick re numerous asset recovery issues.	0.60	342.00
08/29/06	M. Levinson	Telephone conversation with M. Tucker and J. Hermann re next steps in compiling information about and collecting various of the Diversified Fund loans.	0.20	112.00
08/29/06	L. Ernce	Review emails from C. Harvick and M. Tucker re recent news articles and potential meeting with D. Fogg.	0.10	46.50
08/31/06	L. Ernce	Review email report from J. Hermann re today's meeting with J. Milanowski and next steps.	0.10	46.50
		<i>B120 – Asset Analysis and Recovery Total</i>	<i>7.20</i>	<i>3,902.50</i>

Task B130 – Asset Disposition & Sales

08/20/06	L. Ernce	Review email from M. Levinson re list of potential Diversified Fund loans for sale or servicing and re status of wish list for Investment Partners documents.	0.10	46.50
08/25/06	J. Hermann	Review and analysis of asset sale proposals and attendant email traffic.	1.30	741.00
08/28/06	J. Hermann	Review and analysis of terms of multiple asset sale offers and multiple conferences with M. Tucker and C. Harvick re issues in connection with the same.	1.60	912.00
08/29/06	J. Hermann	Participate in conference call with representatives of USACM unsecured creditors committee regarding various asset purchase proposals, further negotiations with respect to the same and related topics.	1.10	627.00



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08/29/06	J. Hermann	Participate in series of five telephone conferences all involving M. Levinson and M. Tucker, and also involving representatives of potential asset purchasers regarding strategy for further negotiations and actual negotiations for treatment of Diversified Fund in any asset sale and numerous related topics.	1.20	684.00
		<i>B130 – Asset Disposition & Sales Total</i>	<i>5.30</i>	<i>3,010.50</i>
<u><i>Task B152 – Meetings & Communications with other Committees</i></u>				
08/03/06	M. Levinson	Exchange of numerous email memoranda with professionals for the four committees re setting up a conference call to discuss next steps toward establishing a plan process in light of the A. Jarvis email memorandum of late last night (.20); telephone conversation with G. Gordon re the same (.20); review a series of email memoranda among the various financial advisors re a possible financial advisor dinner meeting tonight (.10); participate in the all-committee conference call from the Las Vegas office of Lewis & Roca (.50); telephone conversation with C. Carlyon, S. Freeman, R. Charles, J. Hermann and others re C. Carlyon's call with L. Schwartz re setting up a meeting to discuss plan proposal procedures (.20); review S. Freeman email memorandum to A. Jarvis sent on behalf of the four committees (.10); long follow-up conference call among professionals for the four committees (1.40); exchange a series of email memoranda re the all-hands meeting tonight (.20).	2.90	1,624.00
08/03/06	J. Hermann	Participate in exchange of email correspondence regarding meeting of all committees and conference call to discuss issues outstanding among all committees (.50); follow up conference call regarding the same (1.50); participate in discussions with unsecured creditor committee representatives regarding the same (.90).	2.90	1,653.00



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08/05/06	M. Levinson	Review C. Pajak email memorandum re the upcoming all-committees meeting, review R. Charles response thereto, respond to C. Pajak and exchange brief follow-up email memoranda with R. Charles.	0.20	112.00
08/06/06	M. Levinson	Email memorandum to professionals for other committees confirming R. Worthen's attendance at the August 8th all-hands meeting and review G. Gordon email memorandum re his attendance.	0.10	56.00
08/07/06	M. Levinson	Begin preparing for tomorrow's all-hands meeting in Los Angeles.	0.30	168.00
08/08/06	M. Levinson	Travel to Burbank for meeting with the debtors and with representatives of all committees, and at the airport and en route review S. Freeman, C. Carlyon and A. Jarvis email memoranda re the plan process, review plan proposals and other materials in preparation for the meeting and telephone conversation with L. Ernce re the same and re next steps (2.50); attend the all-hands meeting, during which plan and sale protocols, plan proposals and other matters are discussed (4.20).	6.70	3,752.00
08/09/06	M. Levinson	Travel from Los Angeles to Sacramento, returning from yesterday's all-hands meeting, and, at the Los Angeles airport and en route, review notes of the meeting and analysis re next steps.	2.50	1,400.00
08/11/06	M. Levinson	Telephone conversation with C. Pajak and M. Kvarda re numerous case status matters including the Mesirow fee statement, plan discussions status and the status of the \$9 million prepetition collections (.20); lengthy email memorandum to R. Charles re the status of the possible dispute over the distribution of the \$9 million collected prior to the petition date and re possibly meeting in Las Vegas next week to discuss plan and other exit alternatives (.20).	0.40	224.00
08/12/06	M. Levinson	Exchange follow-up email memoranda with R. Charles re possibly meeting in Las Vegas next week to discuss plan and exit strategy, review R. Charles suggested additions to the agenda for the August 14th all-hands call and analysis regarding the agenda.	0.20	112.00



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08/13/06	M. Levinson	Exchange more follow-up email memoranda with R. Charles re the possible meeting in Las Vegas on August 15th.	0.10	56.00
08/14/06	M. Levinson	Long all-hands conference call with all committees and the debtors re plan issues and next steps (.90); follow-up conversation with S. Freeman (.10).	1.00	560.00
08/14/06	L. Ernce	Attend weekly all-hands conference call with debtors and other committees.	0.90	418.50
08/15/06	L. Ernce	Review M. Kvarda email re information needed for resolution of \$8.9 million accounting issue (.10); conferences with M. Levinson re same (.10); email to A. Loraditch re the issue has been resolved and will not be on tomorrow's calendar except for a status report to the court (.10).	0.30	139.50
08/16/06	M. Levinson	Lengthy email memorandum to A. Jarvis and to professionals for all committees re a possible all-hands meeting to discuss plan and other issues for tomorrow (.10); participate in a chain of follow-up emails to and from various committee professionals, culminating in mine to all professionals confirming the time and place of the meeting (.20).	0.30	168.00
08/17/06	M. Levinson	Meeting of all four committees, including committee chairs and professionals, and the debtors at Gordon & Silver in Las Vegas during which we discuss plan proponents and plan issues, the distribution motion and other topics (3.50); follow-up conversations with R. Charles and L. Ernce re the same and re next steps (.30).	3.80	2,128.00
08/17/06	L. Ernce	Attend all-hands meeting with debtors, committee chairs and committee professionals at Gordon & Silver regarding various matters including alternative plan proposals and the distribution motion (3.50); conference with M. Levinson and R. Charles re thoughts and next steps following all-hands meeting (.30).	3.80	1,767.00



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08/21/06	M. Levinson	Review a number of email memoranda from various committee counsel re the upcoming all-hands call (.10); telephone conversation with R. Charles re this morning's meeting of the USACM committee, re 10-90 and Investment Partners issues, re case administration matters and re plan developments (.20).	0.30	168.00
08/23/06	M. Levinson	Long conference call among the debtors and all four committees re distribution, plan, loan collection, ordinary course professionals, and other topics (1.30); long conversation with R. Charles re the call with R. Walker, re plan issues, administrative expenses and other topics (.50).	1.80	1,008.00
08/23/06	L. Ernce	Participate in weekly all-hands call with debtors and other committees.	1.30	604.50
08/24/06	M. Levinson	Very long telephone conversation with E. Karasik re the draft plan term sheet she provided, re other plan issues, re the Investment Partners discussions, re interim fee applications, re exclusivity and re many other topics (.70); long telephone conversation with R. Charles re the foregoing issues and other issues (.30).	1.00	560.00
08/27/06	L. Ernce	Email to C. Pajak re corrections on Diversified Committee information contained on First Trust Deed Fund Committee's website.	0.10	46.50
08/28/06	M. Levinson	Review prior email memoranda and documents in preparation for the upcoming all-hands conference call (.20); long conference call among professionals for the debtors and for all committees re plan and related issues (1.10).	1.30	728.00
08/28/06	L. Ernce	Attend weekly all-hands conference call with debtors and other committees re plan alternatives and other issues.	1.10	511.50
08/29/06	M. Levinson	Long conference call with R. Worthen and professionals for the USACM Unsecured Creditors Committee and the Diversified Committee re plan, Investment Partners and other issues (1.00); long conference call among the debtors and all committees re plan issues and proposals (.90); follow-up conference call among the debtors and all committees (.80).	2.70	1,512.00



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08/29/06	L. Ernce	Participate in weekly all-hands conference call (1.10); follow-up all-hands call (.80).	1.90	883.50
08/30/06	M. Levinson	All-hands conference call among the debtors and the committees re the form of order approving monthly distributions, re possible surcharge of direct lenders in order to fund their committee, re plan and other issues (1.20); another all-hands conference call among the debtors and the committees re the foregoing and other matters, including an extension of exclusivity, selecting a plan proponent (.90).	2.10	1,176.00
08/31/06	M. Levinson	Confer with S. Freeman, T. Burr and C. Harvick re plan, term sheet, sale and other matters (.70); meeting at Gordon & Silver with professionals from all four committees, with M. Tucker by phone for part, re plan term sheets, the proposals from Plan Proponent Nos. 1 and 2 and related plan, case status, litigation and other matters (4.30); follow-up conversation with S. Freeman, T. Burr and C. Harvick (.20); follow-up conversation with E. Karasik and M. Kvarda (.20).	5.40	3,024.00
<i>B152 – Meetings & Communications with other Committees Total</i>			<i>45.40</i>	<i>24,560.00</i>

Task B153 – Meetings & Communications with the Committee or members of the Committee

08/01/06	M. Levinson	Substantive voicemail message from R. Worthen re possible pre-filing sale of assets by insiders of the debtors and telephone conversation with M. Tucker re the same and re his responding to R. Worthen.	0.20	112.00
08/05/06	M. Levinson	Exchange a number of email memoranda with R. Worthen re the upcoming all-hands plan meeting.	0.10	56.00
08/07/06	M. Levinson	Exchange email memoranda with R. Worthen and C. Harvick re tomorrow's meetings in Los Angeles.	0.10	56.00



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08/08/06	M. Levinson	Conference with R. Worthen re status, plan and other issues during our ride from the Burbank airport to the all-hands meeting in Century City and during the business portion of our luncheon (with T. Burr and C. Harvick, for part) (1.20); follow-up and next-steps discussions with R. Worthen and C. Harvick thereafter, including during the business portion of dinner, and including during a long telephone conversation with M. Tucker on the phone with R. Worthen and C. Harvick (2.00).	3.20	1,792.00
08/08/06	L. Ernce	Review email from T. Lawyer forwarding communications from chat room for discussion at next committee meeting and email to M. Levinson re same.	0.10	46.50
08/09/06	M. Levinson	Discussions with R. Worthen and C. Harvick re today's meetings with R. Ashby, L. Redman and others and re next steps in the plan process.	0.70	392.00
08/09/06	M. Levinson	Telephone conversation with L. Ernce re setting up a Diversified Committee call for August 10th, and review the L. Ernce email memorandum to members of the Diversified Committee re the same.	0.20	112.00
08/09/06	L. Ernce	Exchange emails with S. Katz and T. Lawyer re next committee meeting (.10); email to Diversified Committee to set up meeting for tomorrow afternoon (.10); review various responses (.10).	0.30	139.50
08/10/06	M. Levinson	Telephone conversation with R. Worthen, M. Tucker and C. Harvick in preparation for the Diversified Committee call and re the August 8 and August 9 meetings (.90); very long Diversified Committee conference call re the all-committee and the Fiesta/Redman/Ashby meetings in Los Angeles (1.80); telephone conversation with M. Schmahl re the foregoing and re next steps (.30).	3.00	1,680.00
08/10/06	L. Ernce	Review email from S. Katz re topics for today's Diversified Committee meeting (.10); attend Diversified Committee meeting (1.80).	1.90	883.50



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08/11/06	M. Levinson	Voicemail message from A. Loraditch re the removal of a Diversified Committee member early in the case, email memorandum to her re communicating with him and review her responsive email memorandum (.20); long telephone conversation with M. Schmahl re the August 8th all-hands meeting, yesterday's Diversified Committee meeting and next steps (.40).	0.60	336.00
08/14/06	M. Levinson	Email memorandum to R. Worthen re next steps in light of the just-completed all hands call, including upcoming meetings in Las Vegas (.10); telephone conversation with R. Worthen re the same and re next steps (.20); exchange of email memoranda with C. Harvick re the materials he is preparing for the Diversified Committee meeting (.10); review A. Loraditch email memorandum to the Diversified Committee re the August 16 meeting in Las Vegas (.10).	0.50	280.00
08/15/06	M. Levinson	Review lengthy J. McGimsey email memorandum re his thoughts on next steps toward a plan or litigation.	0.10	56.00
08/16/06	M. Levinson	Telephone conversation with M. Schmahl re the upcoming Diversified Committee meeting (.20); review pleadings, documents and email memoranda, various conferences with M. Tucker, C. Harvick, B. Olson, A. Loraditch and L. Ernce and otherwise prepare for the meeting (.50); email memorandum to S. Katz re and issues that will be discussed at the upcoming meeting (.10); attend the Diversified Committee meeting at Beckley in Las Vegas, with M. Schmahl and S. Katz (for part) joining by phone (4.40).	5.20	2,912.00
08/16/06	L. Ernce	Conferences with Diversified Committee professionals in advance of today's committee meeting (.50); review J. McGimsey email memo re his thoughts (.10); attend meeting of Diversified Committee (4.40).	5.00	2,325.00
08/19/06	M. Levinson	Email memorandum to L. Ernce re moving the August 22nd Diversified Committee call in light of my trip to Salt Lake City to meet with J. Milanowski's counsel.	0.10	56.00



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08/21/06	M. Levinson	Review L. Ernce email memorandum to Diversified Committee members re postponing tomorrow's conference call and re the reasons for doing so.	0.10	56.00
08/21/06	L. Ernce	Email to Diversified Committee re status, upcoming events, and moving committee meeting to tomorrow afternoon.	0.10	46.50
08/22/06	M. Levinson	Email memorandum to R. Worthen re today's meeting with R. Walker and A. Jarvis and re next steps.	0.10	56.00
08/23/06	M. Levinson	Long conference call/meeting of the Diversified Committee (.80); draft, revise and finalize lengthy email memorandum to the Diversified Committee and its professionals re this afternoon's call with A. Jarvis and R. Walker and re next steps in collecting the 10-90 loan (.30).	1.10	616.00
08/23/06	L. Ernce	Participate in Diversified Committee conference call.	0.80	372.00
08/23/06	L. Ernce	Email memo to Diversified Committee re next committee meeting (.10); review M. Levinson email report to Diversified Committee re his conference call with counsel for J. Milanowski (.10).	0.20	93.00
08/24/06	M. Levinson	Telephone conversation with M. Schmahl re a number of status and strategic issues.	0.20	112.00
08/28/06	M. Levinson	Conference with M. Schmahl re case status, plan and Investment Partners issues and follow-up conference with M. Schmahl following the all-hands conference call (.30); conference with R. Mason re case status, plan and other matters (.10); exchange of email memoranda with R. Worthen re his participating in tomorrow's all-hands and other calls re plan issues (.10).	0.50	280.00
08/29/06	M. Levinson	Diversified Committee conference call.	0.40	224.00
08/29/06	L. Ernce	Participate in Diversified Committee conference call.	0.40	186.00
08/29/06	J. Hermann	Participate in conference call with Diversified committee members regarding recent events and ongoing negotiations.	0.40	228.00
08/30/06	M. Levinson	Exchange email memoranda with R. Worthen re tomorrow's hearing and meetings.	0.10	56.00

*B153 – Meetings & Communications with the Committee or members of the
Committee Total*

25.70 13,560.00



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Task B154 – Meetings & Communications with the Creditors or Equity holders

08/01/06	K. Neureiter	Review email from L. Ernce regarding adding link to Diversified Committee's website; draft email to A. Loraditch and G. Kruse requesting addition of link.	0.20	75.00
08/01/06	K. Neureiter	Review and respond to various emails from L. Ernce with instructions how to add June statement to website.	0.20	75.00
08/01/06	K. Neureiter	Review email from J. Bartlett regarding question for website and forward email to M. Tucker.	0.10	37.50
08/01/06	K. Neureiter	Review committee website to ensure requested changes made.	0.10	37.50
08/01/06	M. Levinson	Long telephone conversation with DTDF investor, R. Sharpe re the distribution motion, plan issues and other matters (.30); revise and finalize the response to DTDF investor, P. McKnight after reviewing J. Hermann's comments to the draft (.20); telephone conversation with C. Harvick re posting investor statements on the DTDF website (.10); long telephone conversation with investor T. Desio (.20).	0.80	448.00
08/01/06	L. Ernce	Review emails from K. Neureiter re updates to Diversified Committee website and related matters; emails to K. Neureiter re adding new loan status reports to website.	0.20	93.00
08/02/06	M. Levinson	Review the D. Cangelosi email memorandum to investors seeking hardship stories and email memorandum to the DTDF professionals re the same.	0.10	56.00
08/05/06	M. Levinson	Review D. Cangelosi email memorandum to investors re yesterday's hearings and next steps, review lengthy correspondence to Judge Riegler from investor L. Fetterly and exchange follow-up email memoranda with L. Ernce re the same.	0.20	112.00
08/06/06	M. Levinson	Exchange email memoranda with DTDF investors, the Spanglers.	0.10	56.00
08/07/06	M. Levinson	Telephone conversation with Diversified Fund investors M. and S. Palmer background and re next steps (.20); telephone conversation with S. Jensen, the daughter-in-law of Diversified Fund investor L. Webb re the same (.30); brief telephone conversation with B. Jensen re the same (.10).	0.60	336.00



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08/08/06	M. Levinson	Exchange of email memoranda with B. Olson re responding to inquiries from investors in the Diversified Fund.	0.10	56.00
08/08/06	L. Ernce	Telephone conference with investor M. Jolly re his questions about Diversified Trust Deed Fund.	0.10	46.50
08/08/06	L. Ernce	Review exchange of emails among Diversified professionals re increasing frequency of communications from investors and dealing with same (.10); review C. Carlyon email re topic was raised at court hearing this morning as well and review draft committee contact information sheet for use by court along with court's form letters (.10); email to M. Levinson re my comments to contact information sheet (.10).	0.30	139.50
08/09/06	L. Ernce	Review A. Loraditch email with initial response to inquiries by investor and email various information to A. Loraditch for purposes of her final response (.20); review final response from A. Loraditch to investor (.10).	0.30	139.50
08/10/06	M. Levinson	Telephone conversation with DTDF investor, P. Sindler (.20); review email memoranda from various DTDF investors (.10).	0.30	168.00
08/11/06	M. Levinson	Long telephone conversation with Diversified Trust investor C. Taylor (.30); review a number of L. Ernce email memoranda to DTDF investors and one to a First Trust investor who thought he was a DTDF investor (.10).	0.40	224.00
08/11/06	L. Ernce	Exchange emails with A. Loraditch re response to emailed inquiry from investor Pappas and review A. Loraditch email response to investor Pappas (.20); telephone conference with investor E. Johnston (.20); email memo to investor E. Johnston providing additional information re Diversified Committee website and related matters (.10); telephone conference with investors Mr. and Mrs. Cadieux (.30); email memo to investors Cadieux providing additional information re Diversified Committee website and related matters (.10); review and respond to email inquiry from investor M. Floyd (.10).	1.00	465.00



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08/13/06	M. Levinson	Review and respond to email memorandum from DTDF investors, the Spanglers.	0.10	56.00
08/13/06	L. Ernce	Review emails from M. Levinson forwarding inquiries from Diversified Fund investors.	0.10	46.50
08/14/06	M. Levinson	Review a number of L. Ernce email memoranda to various DTDF investors.	0.10	56.00
08/14/06	L. Ernce	Telephone conference with Diversified investor C. Bilieux (.30); telephone conference with Diversified investor J. Stalder (.10).	0.40	186.00
08/14/06	L. Ernce	Review and draft response to emailed questions from investor L. Allman re Diversified Fund (.10); review and respond to emailed inquiries from investor J. Wise (.10).	0.20	93.00
08/14/06	L. Ernce	Review email inquiries from investor K. Miller and draft emails to C. Harvick re same for assistance with response.	0.10	46.50
08/15/06	L. Ernce	Review and respond to inquiry from investor Sullivan.	0.10	46.50
08/17/06	L. Ernce	Exchange emails with C. Harvick re draft responses to investor inquiries.	0.10	46.50
08/18/06	M. Levinson	Telephone conversation with DTDF investor P. Sindler.	0.20	112.00
08/18/06	L. Ernce	Review and respond to email inquiry from investor G. Watkins (.10); telephone call from investor J. Palmer re case status and his questions (.20); email memo to S. Smith at Mesirow re obtaining certain information for investor J. Palmer and email to J. Palmer re same (.10).	0.40	186.00
08/18/06	L. Ernce	Review email from S. Katz forwarding D. Cangelosi theories (.10); draft letter to R. Worthen re Orrick's invoice for June 2006 (.10).	0.20	93.00
08/18/06	L. Ernce	Email to M. Levinson re responding to investor P. Sindler re website information.	0.10	46.50
08/20/06	M. Levinson	Review the email memorandum from investor K. Miller and the draft C. Harvick response thereto, and revise the draft response and forward it to C. Harvick (.20); review K. Miller inquiry re prepetition payments and the C. Harvick email memorandum re the same, and send a follow-up email memorandum to C. Harvick re recommended next steps (.20).	0.40	224.00



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08/20/06	L. Ernce	Review exchange of emails re responding to investor inquiry from K. Miller and other issues for follow-up.	0.10	46.50
08/21/06	M. Levinson	Review email memorandum to DTDF investor A. Olsen re pursuing principals, Investment Partners and avoidance actions (.10); telephone conversation with L. Ernce re responding to the same and review and revise her draft response to A. Olsen (.10); review the final version thereof and send it to the DTDF professionals under cover of an email memorandum (.10).	0.30	168.00
08/21/06	L. Ernce	Review email from investor A. Olsen (.10); conference with M. Levinson re response to same (.10); email memo to A. Olsen responding to inquiries (.10).	0.30	139.50
08/21/06	L. Ernce	Email memo to S. Smith at Mesirow following up on information re investor J. Palmer; review C. Harvick email memo to investor K. Miller.	0.10	46.50
08/22/06	L. Ernce	Attention to updating Diversified Committee's website with debtors' July 2006 monthly operating reports and other information.	0.20	93.00
08/23/06	M. Levinson	Telephone conversation with Diversified Fund investor R. Sharpe (.10); review L. Ernce and C. Harvick email memoranda to certain Diversified Fund investors (.10).	0.20	112.00
08/23/06	L. Ernce	Review and draft responses to email inquiries from investors Campbell, Adlington and Jensen.	0.40	186.00
08/23/06	L. Ernce	Follow-up with Mesirow re questions by investor J. Palmer and email to J. Palmer re status.	0.10	46.50
08/24/06	M. Levinson	Review email memorandum from Diversified Trust investor Miller and conference with L. Ernce re responding thereto (.10); telephone conversation with Diversified Trust investor R. Sharpe (.10); review draft L. Ernce email memorandum to Miller, revise the same and review the version sent to Miller (.10).	0.30	168.00



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08/24/06	L. Ernce	Review email from C. Harvick at FTI to investor K. Miller in response to certain inquiries; review email from C. Harvick re additional questions from investor K. Miller and telephone conference with C. Harvick re same (.20); conference with M. Levinson re same and related matters (.10); draft email memo to investor K. Miller providing information in response to her various questions (.20).	0.50	232.50
08/24/06	L. Ernce	Review C. Harvick email and proposed response to inquiries of investor K. Miller.	0.10	46.50
08/25/06	M. Levinson	Review lengthy L. Ernce email memorandum to Diversified Fund investor B. Stiles.	0.10	56.00
08/25/06	L. Ernce	Review and respond to email inquiries from investor B. Stiles.	0.10	46.50
08/27/06	M. Levinson	Review lengthy L. Ernce email memoranda to First Trust investor B. Wilkinson and to Diversified Fund investors W. Dougherty and M. Hallerman.	0.20	112.00
08/27/06	L. Ernce	Review and respond to two email inquiries from investor M. Hallerman.	0.30	139.50
08/27/06	L. Ernce	Review and respond to email inquiry from investor B. Wilkinson.	0.10	46.50
08/27/06	L. Ernce	Review and respond to email inquiry from investor W. Dougherty.	0.10	46.50
08/28/06	M. Levinson	Review the email memorandum from Diversified investor M. Bowman and exchange follow-up email memoranda with L. Ernce re responding to and following up on issues raised therein (.20); review email memorandum from Diversified investor A. Kassebaum and the L. Ernce response thereto (.10).	0.30	168.00
08/28/06	L. Ernce	Exchange emails with A. Parlen re response to questions from investor B. Wilkerson and review A. Parlen email to B. Wilkerson re same.	0.10	46.50
08/28/06	L. Ernce	Review voicemail from investor A. Kassebaum and draft email memo to A. Kassebaum responding to his questions (.10); telephone conference with A. Kassebaum re same (.10).	0.20	93.00
08/28/06	L. Ernce	Review and respond to email from investor C. Bolding re Diversified Committee website.	0.10	46.50



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08/28/06	L. Ernce	Review email from investor re her concerns based on receiving predictions from various attorneys that Diversified Fund investors will not recover; emails and telephone conference with M. Levinson re same.	0.20	93.00
08/29/06	M. Levinson	Review lengthy letter from Diversified investor, C. Clark and forward the same to R. Worthen and the Diversified professionals, and review L. Ernce email memorandum to Diversified investor, J. Palmer.	0.20	112.00
08/29/06	L. Ernce	Email memo to investor J. Palmer re results of inquiry into status matters.	0.10	46.50
08/29/06	L. Ernce	Telephone call from investor C. Cooperman re her various questions; email to C. Cooperman providing information on Diversified Committee website.	0.20	93.00
08/29/06	L. Ernce	Review letter from investor C. Clark and exchange emails with Diversified professionals re same.	0.10	46.50
08/30/06	L. Ernce	Review email from investor M. Plevel re status of her investment; review Diversified Fund investor list; email to M. Plevel re she is not on the list and seeking additional information; review additional name information provided and re-review Diversified Fund investor list.	0.20	93.00
08/30/06	L. Ernce	Telephone conference with investor K. Woltz (.20); draft email memo to K. Woltz following up on telephone conversation and providing website information (.10).	0.30	139.50
08/30/06	L. Ernce	Email memo to investor M. Bowman responding to her various inquiries and seeking additional information.	0.20	93.00
08/30/06	L. Ernce	Review email and summary of Diversified loans from C. Harvick and exchange emails with C. Harvick re status of receipt of individual loan reports from debtors (.20); attention to updating Diversified Committee website with loan summary, August 31 hearing agenda and other information (.10).	0.30	139.50
08/30/06	M. Levinson	Review lengthy L. Ernce follow-up email memorandum to Diversified Fund investor M. Bowman.	0.10	56.00



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08/31/06	L. Erncc	Exchange further emails with investor M. Plevel re status of her investments and exchange emails with S. Smith at Mesirow re same.	0.20	93.00
08/31/06	L. Erncc	Exchange emails with M. Levinson re email from investor A. Olsen.	0.10	46.50
08/31/06	L. Erncc	Review and respond to email inquiry from investor B. Jensen.	0.10	46.50
08/31/06	M. Levinson	Review email memorandum from Diversified Trust investor, A. Olsen, and review and respond to L. Erncc email memorandum re the same.	0.10	56.00

<i>B154 – Meetings & Communications with the Creditors or Equity holders</i>			14.20	7,043.00
<i>Total</i>				

Task B160 – Fee/Employment Applications

08/02/06	M. Levinson	Portion of a long telephone conversation with M. Tucker related to the proposed employment of Sierra Consultants.	0.10	56.00
08/07/06	M. Levinson	Attention to June time sheets in connection with preparing Orrick's June 2006 monthly fee statement.	2.20	1,232.00
08/08/06	K. Neureiter	Review message from M. Levinson regarding status of July prebill and confer with R. Barainca.	0.10	37.50
08/08/06	M. Levinson	Review the draft order re continuing retention of the debtors' attorneys and financial advisor and email A. Loraditch and B. Olson re next steps with respect to the same (.10); lengthy email memorandum to L. Erncc re the Knudsen procedure for June discussed at today's all-hands meeting (.10).	0.20	112.00
08/08/06	L. Erncc	Review email and telephone conference with M. Levinson re reviewing Orrick's bill for June and circulation of monthly fee statement on August 11.	0.20	93.00
08/08/06	L. Erncc	Review proposed form of order approving continued employment of debtors' professionals.	0.10	46.50
08/09/06	K. Neureiter	Review local rules fee procedures.	0.40	150.00
08/09/06	K. Neureiter	Call with L. Erncc re monthly fee statement.	0.10	37.50
08/09/06	K. Neureiter	Review PACER and pull and review Application for Administrative Order Establishing Compensation Procedures.	0.40	150.00
08/09/06	K. Neureiter	Draft and send email to L. Erncc re monthly fee statement procedures.	0.20	75.00



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08/09/06	K. Neureiter	Review various applicable pleadings/responses and modify monthly fee statement.	1.90	712.50
08/09/06	K. Neureiter	Review various emails forwarded by L. Ernce regarding June billing statements.	0.20	75.00
08/09/06	L. Ernce	Emails and telephone conferences with K. Neureiter re preparing form of monthly fee statement for use under interim fee procedures and related issues (.30); review sample form from Beckley Singleton and further discussion with K. Neureiter re modification for purposes of this case (.20); exchange emails with K. Neureiter re same (.20); review and revise Orrick prebill to comply with task billing requirements, among other requirements (2.50); emails and telephone conference with A. Loraditch re logistics for circulating our firms' monthly statements (.20); email memo to M. Levinson re status of bill review and next steps (.10); email to billing coordinator re modifications to bill (.10).	3.70	1,720.50
08/10/06	K. Neureiter	Review email from L. Ernce with instructions to review FTDF's form of monthly statement.	0.10	37.50
08/10/06	K. Neureiter	Review email from L. Ernce regarding procedures for June's monthly fee statement and responses thereto.	0.20	75.00
08/10/06	K. Neureiter	Continue draft of monthly fee statement.	1.50	562.50
08/10/06	K. Neureiter	Review various emails from L. Ernce regarding status of monthly fee statement and respond.	0.20	75.00
08/10/06	K. Neureiter	Confer with L. Ernce re revised procedures for June's monthly fee statement.	0.10	37.50
08/10/06	M. Levinson	Review the Sierra Consulting employment order and various email memoranda re the same, sign the form of order and email the same to R. Charles and various other counsel.	0.20	112.00
08/10/06	M. Levinson	Further attention to the June 2006 Orrick monthly fee statement.	0.30	168.00



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08/10/06	L. Ernce	Continue reviewing and reviewing Orrick pre-bill for June 2006 and attention to other matters in advance of tomorrow's informal distribution (2.60); telephone conferences and emails with K. Neureiter re same (.30); telephone conference with C. Pajak re procedures for tomorrow's informal distribution of June 2006 invoices and email to all debtors' and committee counsel re same (.30); exchange emails with C. Pajak re form of monthly fee statement for future formal procedure (.10); exchange emails with S. Strong re procedures for tomorrow (.10).	3.40	1,581.00
08/11/06	M. Levinson	Further attention to the June 2006 Orrick fee statement and finalizing the same (1.20); email memorandum to debtors' counsel and committee counsel re the Orrick monthly fee statement (.10); review email memoranda covering the submissions from the other estate professionals covering their submissions (.20).	1.50	840.00
08/11/06	L. Ernce	Telephone conference with K. Neureiter re form of monthly fee statement (.10); telephone conference with M. Levinson re same (.10); continue working to revise and finalize Orrick's invoice for June 2006 for purposes of today's informal circulation among debtors' and committee professionals (2.20); review M. Levinson email transmitting finalized June invoice to debtors' and committee professionals (.10); receive and initial review of June invoices from debtors' and committee professionals and emails with M. Levinson re same (.90).	3.30	1,534.50
08/11/06	L. Ernce	Review and comment upon draft of second supplemental Levinson declaration and review A. Loraditch comments to same (.20); exchange emails with M. Levinson re finalizing and filing of second supplemental declaration (.10); review order granting application to employ debtors' professionals (.10).	0.40	186.00
08/12/06	M. Levinson	Exchange email memoranda with R. Charles re the status of the June fee submission by FTI.	0.10	56.00



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08/14/06	M. Levinson	Exchange email memoranda with C. Pajak re the status of the FTI June statement.	0.10	56.00
08/18/06	L. Ernce	Conference with M. Levinson re preparation of monthly statement and fee application for Orrick; follow-up re status of July prebill and related matters.	0.20	93.00
08/21/06	M. Levinson	Attention to the July 2006 Orrick fee statement.	1.20	672.00
08/21/06	M. Levinson	Telephone conversation with L. Ernce re the timing for circulation July statements to other professionals, review her email to estate-employed professionals re the same and review R. Charles response thereto.	0.20	112.00
08/21/06	L. Ernce	Telephone conference with B. Olson and A. Loraditch re monthly fee statement procedure and logistics.	0.20	93.00
08/21/06	L. Ernce	Begin detailed review and edit of Orrick prebill (1.40); conference with M. Levinson re distributions of monthly fee statements later this week and email to counsel for debtors and other committees re same (.20); email memo to A. Loraditch with questions about Nevada practice for certain expenses for fee application purposes and review A. Loraditch response (.10).	1.70	790.50
08/22/06	M. Levinson	Initial review of the proposed interim fee procedures order and email L. Ernce re my comments thereto and re next steps (.20); exchange brief follow-up email memoranda with L. Ernce re additional issues relating to the order (.10); review L. Ernce responsive email containing her thoughts on the draft order and review her email memorandum to all counsel re the same (.10).	0.40	224.00
08/22/06	L. Ernce	Revise form of monthly fee statement (.30); email memo to B. Olson and A. Loraditch re same (.10); exchange emails with M. Levinson re rates to charge for certain expenses for purposes of Orrick's fee application and invoices (.10); review and substantial additional revisions to Orrick prebills (2.40); email to billing coordinator re same and modifying expense rates (.10); begin reviewing next version of prebill (.30).	3.30	1,534.50



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08/22/06	L. Ernce	Review draft interim fee procedures order (.10); exchange emails with M. Levinson re same (.10); review emails re comments to order by others (.10).	0.30	139.50
08/23/06	L. Ernce	Review draft proposed protocols for monthly interim distributions to direct lenders and exchange voicemails with M. Levinson re my comments to same.	0.20	93.00
08/23/06	L. Ernce	Telephone conference with A. Loraditch re format of monthly fee statement (.10); review Beckley Singleton's draft monthly fee statement and A. Loraditch email re same (.10).	0.20	93.00
08/23/06	L. Ernce	Review email from A. Loraditch and form of fee application for use in Nevada bankruptcy court; email to M. Levinson re same (.20); review and revise next version of Orrick's prebill for June and July in preparation for circulating monthly fee statement (1.60); email memo to M. Levinson re status and next steps (.10).	1.90	883.50
08/24/06	M. Levinson	Review the draft monthly fee statement for Orrick's June and July invoices and telephone conversation with L. Ernce re the same (.20); further review of the same, interlineate comments, and discuss the same and next steps with L. Ernce (.20); review L. Ernce email memorandum to all hands re circulating the fee statements and the R. Charles, A. Jarvis, G. Garman and C. Pajak responses thereto (.20); further attention to the July Orrick billing statement (1.20); review the long chain of C. Carlyon and L. Ernce email memoranda re next steps with respect to the billing statements and review the S. Strong email memorandum re the same (.20); review and interlineate comments to the next and near-final draft of the Orrick fee statement and conference with L. Ernce re my comments thereto (.20); review follow-up email memoranda from A. Jarvis, C. Carlyon, E. Karasik and L. Schwartzer re circulating the billing statements (.10).	2.30	1,288.00



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08/24/06	L. Ernce	<p>Continue reviewing and revising Orrick prebill and conferences with M. Levinson re same (1.20); further revisions to draft form of monthly fee statement and email to A. Loraditch re same (.20); conference with M. Levinson re logistic matters related to service of monthly fee statements (.10); email to counsel for debtors and other committees re same (.10); exchange series of emails with C. Carlyon re same (.20); review and revise monthly fee statement based on comments from M. Levinson and email to A. Loraditch re same; email to C. Harvick and M. Tucker re form of monthly fee statement for FTI's use (.20); continue revising Orrick's draft monthly fee statement and attention to creating exhibits (1.20); review Beckley Singleton's monthly fee statement and email to M. Levinson re same (.20); finalize next version of monthly fee statement and exhibits and email all to M. Levinson for review (.40); telephone conference with M. Levinson and email to S. Vucelick requesting calculation of written off amounts (.10); review emails from A. Jarvis and L. Schwartzer re monthly fee statement procedures (.10).</p>	3.80	1,767.00
08/25/06	L. Ernce	<p>Exchange emails with M. Levinson re amounts written off by Orrick for work performed through July 31 and re Orrick fee application preparation (.10); revise and finalize Orrick's monthly statement for fees and expenses for June and July 2006 (.80); review emails and portions of monthly statement from debtors' and other committee's professionals and emails to Diversified professionals re same (.90); email memo to R. Worthen re Orrick's monthly statement and related status matters and email memo to R. Worthen re Beckley Singleton fee statement (.10); email memos to M. Levinson re amounts billed by certain of the debtors' and committees' professionals (.20).</p>	2.10	976.50



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08/27/06	M. Levinson	Exchange email memoranda with L. Ernce re the status of her preparation of the Orrick first interim fee application and re related matters.	0.10	56.00
08/27/06	L. Ernce	Begin drafting and revising Orrick's first interim fee application.	3.20	1,488.00
08/28/06	M. Levinson	Review L. Ernce email memorandum to R. Worthen re the Orrick first interim fee application.	0.10	56.00
08/28/06	L. Ernce	Exchange emails with M. Levinson re status of Orrick first interim fee application (.10); continue drafting and revising application (1.20); another email to M. Levinson re status of application and related matters (.10); email memo to R. Worthen re status and logistics for his review and approval of Orrick interim fee application (.10).	1.50	697.50
08/28/06	L. Ernce	Exchange emails with A. Loraditch re status of Diversified Committee's approval of interim fee procedures order; review latest version of order; email to A. Loraditch re approval of order.	0.30	139.50
08/29/06	M. Levinson	Review and revise the draft Orrick first interim fee application.	0.90	504.00
08/29/06	L. Ernce	Review debtors' application to retain ordinary course attorneys and accountants and email memo to M. Levinson and A. Loraditch re same.	0.20	93.00
08/29/06	L. Ernce	Exchange emails with A. Loraditch re matters related to filing of fee applications including logistics, timing and service details; review order approving interim fee procedures.	0.20	93.00
08/29/06	L. Ernce	Continue drafting and revising Orrick's first interim fee application (3.30); draft email memo to M. Levinson re draft application (.10).	3.40	1,581.00



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08/30/06	L. Ernce	Continue drafting and revising Orrick fee application, M. Levinson declaration and R. Worthen declaration in support of Orrick fee application (3.40); email memorandum to R. Worthen re status of application and applications of other Diversified professionals (.10); emails to FTI and Beckley Singleton re logistics for finalizing and filing fee applications (.20); further revise Orrick fee application and finalize M. Levinson and R. Worthen declarations (.50).	4.20	1,953.00
08/30/06	M. Levinson	Review and interlineate revisions to the next draft of the first interim Orrick fee application (.40); review and interlineate comments to the next draft of the first interim Orrick fee application and brief conference with L. Ernce re the same (.20); review the draft R. Worthen and M. Levinson declarations in support of the first interim Orrick fee application and exchange a series of brief email memoranda with L. Ernce re the same (.20); review L. Ernce email memoranda to A. Loraditch and C. Harvick re the completion of the Orrick application and of the declarations and re next steps with respect to the Beckley and FTI applications (.10).	0.90	504.00



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08/31/06	L. Ernce	Revise and finalize Orrick fee application and email memos to A. Loraditch re filing and service of same (.70); exchange emails and telephone conferences with P. Kois and M. Tucker re status of FTI fee application (.40); obtain and circulate fee applications filed by debtors' and committee professionals today and emails with M. Levinson and A. Loraditch (.40); exchange emails with A. Loraditch and P. Kois re FTI application (.10); emails with P. Kois re preparing notice of hearing on fee applications (.10); review portions of interim fee procedures motion and email to M. Levinson and A. Loraditch re same (.20); telephone conference with M. Levinson re status of Diversified Committee professionals fee applications (.10); telephone conference with M. Tucker re interim fee procedures order and timing for filing of FTI fee application (.20); email memo to A. Loraditch and M. Levinson re same (.10); telephone conference with A. Loraditch re same, today's hearings and related matters (.20).	2.30	1,069.50
<i>B160 – Fee/Employment Applications Total</i>			<i>56.50</i>	<i>26,812.50</i>
<u><i>Task B170 – Fee/Employment Objections</i></u>				
08/11/06	M. Levinson	Review C. Harvick email memorandum re the Mesirow submission and email memorandum to the DTDF professionals re the same (.10).	0.10	56.00
08/13/06	L. Ernce	Begin reviewing and analyzing invoices of debtors' professionals for June 2006.	2.80	1,302.00
08/14/06	L. Ernce	Continue reviewing and analyzing June 2006 invoices for debtors' professionals.	2.30	1,069.50
<i>B170 – Fee/Employment Objections Total</i>			<i>5.20</i>	<i>2,427.50</i>
PHASE B100 – ADMINISTRATION TOTAL			206.70	105,820.00

PHASE B300 – CLAIMS AND PLAN*Task B310 – Claims Administration and Objections*

08/11/06	K. Neureiter	Organize/categorize all research, pleadings and notes related to Prospect High Income Fund claim to send to A. Loraditch and draft A. Loraditch email.	2.30	862.50
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08/29/06	L. Ernce	Review order continuing hearing on objection to Prospect High Income Fund objection and email to Diversified professionals re same.	0.10	46.50
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<i>B310 – Claims Administration and Objections Total</i>	2.40	909.00
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Task B320 – Plan and Disclosure Statement (including Business Plan)

08/01/06	M. Levinson	Review a number of email memoranda from committee professionals about a call to discuss plan issues this morning and send a follow-up email memorandum to all committee professionals (.20); prepare for the conference call including re-reviewing the proposal from Plan Proponent No. 1 and reviewing the lengthy A. Jarvis email memorandum re plan procedures (.20); telephone conversation with M. Bloom re the proposal from Plan Proponent No. 1 (.20); telephone conversation with M. Tucker in preparation for the call (.20); long conference call with professionals for all four committees re the plan process and re the C. Carlyon draft email memorandum to A. Jarvis (1.20); review and interlineate comments the next drafts of the C. Carlyon email memorandum, as revised by C. Carlyon and then by S. Freeman (.20); telephone conversation with S. Freeman re the draft letter and re next steps (.20); telephone conversation with A. Loraditch re this morning's call and email memoranda and re next steps in the plan process (.20); exchange email memoranda with R. Kaplan, counsel to Plan Proponent No. 4, and forward my response to Beckley Singleton under cover of an email memorandum (.20).	2.80	1,568.00
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08/02/06	M. Levinson	<p>Exchange a series of email memoranda with R. Kaplan re possible interest of Plan Proponent No. 4 in becoming a plan proponent and email memorandum to B. Olson and others re the same (.20); review C. Carlyon email memorandum re the debtors' failure so far to respond to the email from the committees re plan procedures, exchange of email memoranda with S. Freeman re the same and review S. Freeman email memorandum to A. Jarvis re the same (.20); exchange more follow-up email memoranda with R. Kaplan and B. Olson re the upcoming call (.10); telephone conversation with C. Harvick and M. Tucker re their call with J. Atkinson and J. Nugent re a possible plan meeting on Thursday evening (.20); telephone conversation with J. Gala of potential Plan Proponent 4, along with R. Kaplan, B. Olson and A. Loraditch (.60); follow-up conversation with B. Olson and A. Loraditch (.20); telephone conversation with C. Pajak, with M. Tucker for part, re the call with Plan Proponent No. 4 and re a possible meeting of lawyers for the committees and the debtors to discuss plan and sale procedures (.30); review M. Tucker and J. Atkinson email memoranda re the possible meeting (.10); review and analyze lengthy A. Jarvis email memorandum re plan proponent and sale procedures in response to S. Freeman's of yesterday (.20); exchange a series of follow-up email memoranda with M. Tucker re an appropriate response to the same (.20); draft, revise and finalize a lengthy email memorandum to professionals for all four committees re the same and re next steps (.40).</p>	2.70	1,512.00
08/03/06	M. Levinson	<p>Telephone conversation with G. Gordon re establishing a procedure for plan proposals (.20); portion of the evening meeting among professionals for the four committees and the debtors devoted to establishing a procedure for plan proposals (1.70).</p>	1.90	1,064.00



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08/03/06	J. Hermann	Analyze issues pertaining to plan of reorganization structure and participate in meetings involving debtor representatives and all committees to discuss, among other things, plan of reorganization issues.	1.90	1,083.00
08/05/06	M. Levinson	Exchange email memoranda with M. Bloom re scheduling a discussion of the proposal from Plan Proponent No. 1.	0.10	56.00
08/06/06	M. Levinson	Long telephone conversation with M. Bloom re the offer from Plan Proponent No. 1 and related plan/sale issues.	0.50	280.00
08/07/06	J. Hermann	Review and analysis of purchase offer of Plan Proponent No. 2 and participate in exchange of email correspondence re same.	0.80	456.00
08/07/06	M. Levinson	Initial review of the proposal from Plan Proponent No. 2 and exchange brief email memoranda with J. Hermann re the same.	0.30	168.00
08/08/06	L. Ernce	Review various notices of transfer of claims by Debt Acquisition Company and email to M. Levinson re same.	0.10	46.50
08/10/06	M. Levinson	Telephone conversation with M. Bloom re his conversation today with F. Merola and re related plan and next steps issues (.20); exchange follow-up email memoranda with M. Bloom (.10); exchange a series of email memoranda with R. Kaplan, D. Choo, A. Loraditch and others re setting up a call with Plan Proponent No. 4 for this afternoon (.20); telephone conversation with R. Kaplan, D. Choo, B. Axelrod, A. Loraditch and others re case status issues (.20).	0.70	392.00
08/11/06	M. Levinson	Telephone conversation with R. Charles re next steps in the plan process (.20); exchange email memoranda with M. Bloom re next steps and review email memorandum from D. Cooney of Plan Proponent No. 2 re a possible call or meeting (.20); long telephone conversation with M. Bloom re the proposal from Plan Proponent No. 1 and re next steps (.50); analysis re next steps in the plan process in light of the conversation with M. Bloom (.20).	1.10	616.00



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08/14/06	M. Levinson	<p>Exchange email memoranda with S. Kahn of Plan Proponent No. 2 re a possible call later today (.20); exchange a series of email memoranda with A. Loraditch re her exchange of email memoranda with D. Cooney of Plan Proponent No. 2 and re next steps with respect to Plan Proponent No. 2 (.20); telephone conversation with C. Harvick and L. Ernce re next steps toward a plan in light of the just-completed all-hands conference call (.10); telephone conversation with A. Loraditch and L. Ernce re the same and re next steps with respect to Plan Proponent No. 2 (.20); telephone conversation with R. Charles re arranging a meeting for tomorrow with Plan Proponent No. 2 (.10); review and respond to an email memorandum from D. Cooney and review A. Loraditch response to his email (.10); email memorandum to M. Bloom re tomorrow night's dinner meeting (.10); review lengthy M. Bloom email memorandum re tomorrow night's meeting and related matters and lengthy telephone conversation with M. Bloom re the same (.30); telephone conversation with M. Tucker and L. Ernce re the upcoming meetings with Plan Proponent Nos. 1 and 2 (.10); email memorandum to S. Kahn and D. Cooney re tomorrow afternoon's meeting and review R. Charles email re the same (.10); review lengthy email memorandum from R. Goe, counsel to another possible plan proponent No. 5, and forward the same to the Diversified professionals (.20); telephone conversation with C. Harvick re the same and voicemail message to R. Goe with C. Harvick (.10); review and analyze M. Moro outline of a plan structure and forward the same under cover of an email to the DTDF professionals (.30); review and analyze lengthy M. Tucker email memorandum containing a possible plan/settlement proposal to the direct lenders and respond to M. Tucker via a brief email memorandum (.20).</p>	2.30	1,288.00
08/14/06	L. Ernce	<p>Telephone conference with M. Levinson and M. Tucker re plan issues.</p>	0.10	46.50



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08/14/06	L. Ernce	Review M. Levinson and A. Loraditch emails re proposal from Plan Proponent No. 2 (.20); review exchange of emails with D. Cooney re conflicts concerns and re Orrick does not have conflicts (.10); review emails re tomorrow's meetings with Plan Proponent No. 1 and Plan Proponent No. 2 (.20); review email from M. Levinson re email from Plan Proponent No. 5 (.10); review proposal from Plan Proponent No. 1 (.40); review emails from M. Tucker re potential creative settlement ideas and exchange of emails re same (.20).	1.20	558.00
08/15/06	M. Levinson	Very long telephone conversation with R. Goe, counsel to a Plan Proponent No. 5, and M. Tucker, re background facts and plan issues (.70); review R. Goe and J. Nugent email memoranda re R. Goe signing a confidentiality agreement and re next steps in the due diligence process (.10); exchange a series of email memoranda with D. Cooney re the upcoming meeting with Plan Proponent No. 2 (.10); meeting at Lewis & Roca with Plan Proponent No. 2 and the USAMC unsecured creditors committee, including D. Cooney, R. Worthen, R. Charles, L. Ernce and T. Burr in person, and S. Khan and C. Fortgang by phone (1.40); follow-up discussion re the same and re other plan and exit issues with R. Charles, S. Freeman, D. Walker, R. Worthen, M. Tucker, C. Harvick and L. Ernce (.50) business portion of dinner meeting with Plan Proponent No. 1, including R. Worthen, C. Harvick, L. Ernce, M. Bloom, J. Cuticelli and V. Fracaro (2.00); review follow-up, post-meeting email memoranda from S. Khan and D. Cooney of Plan Proponent No. 2 (.10).	4.90	2,744.00



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08/15/06	L. Ernce	Meet with Plan Proponent No. 2, the unsecured creditors committee and others at Lewis & Roca to discuss plan proposal (1.40); follow-up conference re same with counsel for the unsecured creditors committee and other Diversified Fund professionals (.50); business portion of dinner meeting with Plan Proponent No. 1 with R. Worthen, C. Harvick and M. Levinson to discuss plan proposal (2.00).	3.90	1,813.50
08/16/06	M. Levinson	Telephone conversation with G. Garman re tomorrow's all-hands meeting and re the Diversified Committee's thoughts about certain plan issues (.20); telephone conversation with M. Bloom, J. Cuticelli and V. Fracaro of Plan Proponent No. 1 re today's Diversified Committee meeting and re next steps (.20); telephone conversation with R. Charles in preparation for tomorrow's all-hands meeting (.10); business portion of dinner meeting with R. Charles and L. Ernce during which we discuss plan issues and prepare for the meeting with A. Jarvis and others later tonight (.50); exchange a series of email memoranda with A. Jarvis and R. Charles re a possible meeting this evening to discuss plan and other matters (.10); exchange lengthy email memoranda with A. Jarvis re the possibility of an all-hands meeting with Plan Proponent No. 1 tomorrow (.10); portion of a late evening meeting with A. Jarvis, S. Smith, J. Atkinson, R. Charles and L. Ernce during which we discuss plan issues and tomorrow's all-hands meeting (.50); travel from the meeting (.20); review, analyze and respond to lengthy M. Tucker email memorandum re a possible plan discussion item for tomorrow's all-hands meeting (.20).	2.10	1,176.00
08/16/06	L. Ernce	Portion of dinner meeting with M. Levinson and R. Charles re plan issues in advance of meeting with A. Jarvis and Mesirow later tonight (.50); meeting with A. Jarvis, Mesirow representatives, R. Charles and M. Levinson re plan issues in advance of tomorrow's meetings (.20).	0.70	325.50



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08/17/06	M. Levinson	Exchange emails with and telephone conversation with M. Tucker re the form of plan proposals DTDF should make to First Trust and to the direct lenders (.30); portion of long conference call with M. Tucker, C. Harvick, J. Hermann and L. Ernce devoted to discussing next steps with respect to a plan or sale (.20).	0.50	280.00
08/17/06	L. Ernce	Conference call with FTI, J. Hermann and M. Levinson re plan or sale alternatives and next steps (.20); review email from C. Harvick and Diversified Fund loan lists to be provided to potential plan proponents (.10).	0.30	139.50
08/18/06	M. Levinson	Brief telephone conversation with C. Fortgang and exchange of email memoranda with S. Khan and D. Cooney re arranging a call re with Proponent No. 2 (.20); telephone conversation with C. Fortgang, M. Tucker and C. Harvick (.20); telephone conversation with M. Tucker and C. Harvick re calling Plan Proponent No. 2 (.10); telephone conversation with A. Jarvis re the foregoing and re next steps (.20); telephone conversation with Plan Proponent No. 3 re his company's interest in making a proposal (.20); analysis re next steps in light of the same and follow-up email memorandum re the same to the team of DTDF professionals (.20).	1.10	616.00
08/18/06	L. Ernce	Review email from M. Levinson and voicemail transcript from potential plan proponent Plan Proponent No. 3.	0.10	46.50
08/20/06	M. Levinson	Review and analyze the list prepared by C. Harvick of those loans that DTDF might consent to include in any sale to a plan proponent and review the B. Olson and C. Harvick follow-up email memoranda re the same (.20); draft and revise an email memorandum to all committee counsel re the same and forward the draft to the DTDF professionals for their comment (.20).	0.40	224.00